

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

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In re: : Chapter 11
: Case No. 16-12239 (SMB)
NICHOLAS G. A. DENTON, :
Debtor.¹ :
:-----x

**ORDER PURSUANT TO SECTIONS 105(a) AND 363(b) OF THE BANKRUPTCY
CODE AUTHORIZING THE DEBTOR TO ENTER INTO NON-COMPETITION
AGREEMENT AND NON-SOLICIATION AGREEMENT WITH UNIMODA LLC**

Upon the motion (the “**Motion**”)² of the debtor and debtor-in-possession in the above-captioned chapter 11 case for entry of an order pursuant to sections 105(a) and 363(b) of the Bankruptcy Code authorizing and approving the Debtor’s entry into the Non-Compete Agreement with UniModa LLC; and the Court finding that: (a) the Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, (b) this matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2), and (c) due and sufficient notice of the Motion has been given under the particular circumstances and that no other or further notice need be provided; and the Court having determined that the relief requested in the Motion represents a reasonable and sound exercise of the Debtor’s sound business judgment consistent with his fiduciary duties and in the best interests of the Debtor and his estate and creditors; and after due deliberation thereon and good and sufficient cause appearing therefor, it is hereby

ORDERED, ADJUDGED AND DECREED that:

1. The Motion is GRANTED as set forth herein.

¹ The last four digits of the Debtor’s social security number are 1234.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to such terms in the Motion.

2. Pursuant to sections 105(a) and 363(b) of the Bankruptcy Code, the Debtor is authorized to enter into the Non-Compete Agreement with UniModa LLC and the form of the Non-Compete Agreement is approved.

3. Notwithstanding any provision in the Bankruptcy Rules to the contrary, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

4. The Court shall retain jurisdiction with respect to all matters arising from or related to the implementation and interpretation of this Order.

Dated: September 6th, 2016
New York, New York

/s/ STUART M. BERNSTEIN
The Honorable Stuart M. Bernstein
United States Bankruptcy Judge